

BANDAS LAW FIRM, P. C.

Attorneys at Law

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_____, 2009

Cambridge Management Group, LLC
125 State Street, Suite 1001
Hackensack, New Jersey 07601

Re: Civil Action No. H-05-4081; In the United States District Court - Southern District of Texas, Houston Division styled *Right of Way Maintenance Company, Inc. dba ROWMEC*, as Plaintiff v. *Gyro-Trac, Inc. and Gyro-Trac (USA), Inc., et al*, as Defendant, dated June 12, 2007

Gentlemen:

The purpose of this letter is to document our agreement and understanding with regard to the transfer by Cambridge Management Group, LLC of all of its interest in the following:

1. That certain Agreement Assigning Interest in Settlement, Security Agreement with Limited Irrevocable Power of Attorney (the "Assignment of Contracts") dated September 28, 2007 by and between Cambridge Management Group, LLC ("CMG") and Right of Way Maintenance Equipment Company, Inc. ("ROWMEC") and the Bandas Law Firm, P.C. ("Bandas").
2. All rights in and to the final judgment (the "Judgment") rendered in Civil Action No. H-05-4081; United States District Court Southern District of Texas (the "Court") styled *Right of Way Maintenance Company D/B/A ROWMEC as Plaintiff and Gyro-Trac, Inc. and Gyro-Trac (U.S.A.), Inc. as Defendants* dated June 12, 2007 (the "Cause of Action").
3. All rights in and to that Limited Irrevocable Power of Attorney dated September 28, 2007 by and between Right of Way Maintenance Equipment Company, Inc., as Grantor and Cambridge Management Group, LLC.
4. That certain Deed of Trust executed October 19, 2007, among Right of Way Maintenance Equipment Company, Inc., as Grantor, Cambridge Management Group, LLC, as Beneficiary and Michael R. Perle, as Trustee, filed for record on January 16, 2009 under County Clerk's File No. 2009-004080, et seq. in the Official Public Records of Real Property of Montgomery County, Texas.

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5. All rights in and to that certain Notice of Assignment, Irrevocable Direction of Payment and Authorization executed by Right of Way Maintenance Equipment Company, Inc. dated September 28, 2007 to the Bandas Law Firm, P.C.

6. All rights in and to that certain UCC-1 by and between Right of Way Maintenance Equipment, Inc., as Debtor, and Cambridge Management Group, LLC, as Secured Party, recorded in the office of the Secretary of State of Texas on November 6, 2007 under File No. 07-0037923849 and in the Official Public Records of Real Property of Montgomery County, Texas under File No. 2007-128225.

The parties intend to execute the Assignment of Contracts whereby CMG's rights under all of the above-referenced agreements will be transferred. In consideration for this assignment, as well as the other transfers by CMG of all rights in and to the Judgment and related security, CMG will file a motion to release the sum of \$323,000.00, currently on deposit with the Registry of the Court on the above-referenced Cause of Action, for the account of CMG and Bandas will not object to these funds being released. CMG may represent to the court that the motion is unopposed by Bandas and that the funds should be paid to CMG.

Concurrently, upon execution of the order by the Court releasing the \$323,000.00 to CMG, as provided above, Bandas will pay the sum of \$27,000.00 by way of a check, on its own bank account, to CMG. Such check to be delivered concurrently with the execution of the order by the Court releasing the \$323,000.00. So, the consideration will be \$350,000.00.

If the terms of this letter correctly reflect our understanding please so indicate by signing in the space provided below.

BANDAS LAW FIRM, P.C.,
a Texas professional corporation

By: _____
Christopher A. Bandas
President

Date: _____

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ACCEPTED AND AGREED TO THIS
____ DAY OF _____, 2009

CAMBRIDGE MANAGEMENT GROUP, LLC,
a Delaware limited liability company

By: 

Name: _____

Title: _____

Date: _____